

MOMENTA PHARMACEUTICALS INC
Form SC 13D/A
August 10, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Momenta Pharmaceuticals, Inc.

(Name of Issuer)

COMMON STOCK, Par Value \$.0001 Per Share

(Title of Class of Securities)

60877T100

(CUSIP Number)

Dr. Christian Rehm

Novartis AG

Lichstrasse 35

CH 4056 Basel, Switzerland

+41 61 324 1111

With a copy to:

Derek Stoldt

Kaye Scholer LLP

250 West 55th Street

New York, NY 10019

+1 212 836 8000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 08, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 60877T100

- | | | |
|---|--|---------------------------------------|
| 1) | Name of Reporting Persons. Novartis AG | |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3) | SEC Use Only | |
| 4) | Source of Funds (See Instructions) AF | |
| 5) | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6) | Citizenship or Place of Organization Switzerland | |
| | 7) | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8) | Shared Voting Power 4,449,946 |
| | 9) | Sole Dispositive Power |
| | 10) | Shared Dispositive Power 4,449,946 |
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person 4,449,946 | |
| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 13) | Percent of Class Represented by Amount in Row (11) 6.29% * | |
| 14) | Type of Reporting Person (See Instructions) CO | |

* This calculation is based on 70,744,044 shares of Common Stock, par value \$0.0001 per share, outstanding as of July 29, 2016, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 filed by the Issuer with the Securities and Exchange Commission on August 5, 2016.

CUSIP No. 60877T100

- | | |
|-----|---|
| 1) | Name of Reporting Persons. Novartis Pharma AG |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> |
| 3) | SEC Use Only |
| 4) | Source of Funds (See Instructions) WC |
| 5) | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6) | Citizenship or Place of Organization Switzerland |
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| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13) | Percent of Class Represented by Amount in Row (11) 6.29% * |
| 14) | Type of Reporting Person (See Instructions) CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* This calculation is based on 70,744,044 shares of Common Stock, par value \$0.0001 per share, outstanding as of July 29, 2016, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 filed by the Issuer with the Securities and Exchange Commission on August 5, 2016.

This Amendment No. 3 (this Amendment) amends the Schedule 13D initially filed with the Securities and Exchange Commission on August 4, 2006, as previously amended on September 6, 2006, and December 8, 2015 (the Original Schedule 13D) relating to shares of the common stock, par value \$.0001 per share (the Common Stock), of Momenta Pharmaceuticals, Inc., a Delaware corporation (the Issuer). All information reported in the Original Schedule 13D remains in effect except to the extent that it is amended or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment shall have the respective meanings set forth with respect thereto in the Original Schedule 13D.

This Amendment is being filed by the Reporting Persons to report: (i) a decrease in the number and percentage of issued and outstanding shares of Common Stock beneficially owned by the Reporting Persons resulting from the sale of Common Stock of the Issuer by the Investor pursuant to the Sales Plan (as defined in Item 6); and (ii) certain changes in disclosure responsive to Items 4, 5 and 6 and Schedule I of the Original Schedule 13D, as set forth below.

Item 4. Purpose of Transaction.

Item 4 of the Original 13D is hereby amended in its entirety as follows:

On August 8, 2016, the Reporting Persons entered into a Sales Plan (as defined in Item 6 below) pursuant to which the Investor has instructed the sale of the shares of Common Stock of the Issuer which it owns, subject to terms and conditions relating to, among other things, the price of such Common Stock. The term of the Sales Plan ends on January 26, 2017.

Other than as described above, neither of the Reporting Persons have any present plans or proposals which relate to or that would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D. Each Reporting Person reserves the right from time to time to formulate plans or proposals regarding the Issuer or any of its securities and to carry out any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D, to the extent deemed advisable by such Reporting Person.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Original 13D are amended and restated in their entirety to read as follows:

(a) - (b) The Investor is the record holder and beneficial owner of 4,449,946 shares of the Issuer's Common Stock. As a result of the Investor's holdings, Novartis is a beneficial owner of the Securities. Based on publicly available information, the Securities represent approximately 6.29% of the Issuer's outstanding Common Stock and the Reporting Persons have shared power

to vote or direct the vote and shared power to dispose or to direct the disposition of the Securities.

Except as described in this Amendment, neither of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons identified in Schedule I hereto beneficially owns any additional shares of Common Stock.

(c) Pursuant to the Sales Plan, the following transactions in the Issuer's Common Stock were effected by the Investor:

| Date | Type of Transaction | Number of Shares | Price Per Share (\$) |
|-----------------|---------------------|------------------|----------------------|
| August 8, 2016 | Sold | 95,000 | 12.23 |
| August 9, 2016 | Sold | 65,733 | 12.18 |
| August 10, 2016 | Sold | 98,000 | 12.06 |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following:

On August 8, 2016, the Reporting Persons entered into a 10b5-1 Sales Plan with Novartis International AG (the Sales Plan). Under the Sales Plan, beginning on August 8, 2016, and ending on January 26, 2017, Novartis International AG is instructed to sell the shares of Common Stock of the Issuer owned by the Investor, subject to terms and conditions relating to, among other things, the price of such Common Stock.

Item 7. Materials to be Filed as Exhibits.

Exhibit

1 Joint Filing Agreement dated August 10, 2016 by and among the Reporting Persons

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: August 10, 2016

NOVARTIS AG

By: /s/ Christian Rehm
Name: Christian Rehm
Title: Authorized Signatory

By: /s/ Katja Roth Pellanda
Name: Katja Roth Pellanda
Title: Authorized Signatory

NOVARTIS PHARMA AG

By: /s/ Christian Rehm
Name: Christian Rehm
Title: Authorized Signatory

By: /s/ Katja Roth Pellanda
Name: Katja Roth Pellanda
Title: Authorized Signatory

**DIRECTORS AND EXECUTIVE OFFICERS OF
NOVARTIS AG AND NOVARTIS PHARMA AG**

DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis AG and (ii) the business address of each director and executive officer of Novartis AG is Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland.

| Name | Relationship to Novartis AG | Present Principal Occupation | Citizenship |
|--------------------------|---|---|-------------|
| Joseph Jimenez | Member of the Executive Committee; Chief Executive Officer | Member of the Executive Committee; Chief Executive Officer | American |
| Steven Baert | Member of the Executive Committee; Head of Human Resources | Member of the Executive Committee; Head of Human Resources | Belgian |
| F. Michael (Mike) Ball | Member of the Executive Committee; CEO, Alcon | Member of the Executive Committee; CEO, Alcon; 6201 South Freeway, Fort Worth, TX 76134, USA | American |
| James (Jay) Brader, M.D. | Member of the Executive Committee; President, Novartis Institutes for BioMedical Research | Member of the Executive Committee; President, Novartis Institutes for BioMedical Research; 250 Massachusetts Avenue, Cambridge, MA 02139, USA | American |
| Felix R. Ehrat, Ph.D. | Member of the Executive Committee; Group General Counsel | Member of the Executive Committee; Group General Counsel | Swiss |
| Richard Francis | Member of the Executive Committee; CEO, Sandoz | Member of the Executive Committee; CEO, Sandoz | British |
| Paul Hudson | Member of the Executive Committee; CEO, Novartis Pharmaceuticals | Member of the Executive Committee; CEO, Novartis Pharmaceuticals | British |

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| Name | Relationship to Novartis AG | Present Principal Occupation | Citizenship |
|----------------------------------|--|--|-------------|
| Harry Kirsch | Member of the Executive Committee; Chief Financial Officer | Member of the Executive Committee; Chief Financial Officer | German |
| Vasant (Vas) Narasimhan, M.D. | Member of the Executive Committee; Global Head Drug Development and Chief Medical Officer | Member of the Executive Committee; Global Head Drug Development and Chief Medical Officer | American |
| Bruno Strigini | Member of the Executive Committee; CEO, Novartis Oncology | Member of the Executive Committee; CEO, Novartis Oncology | French |
| André Wyss | Member of the Executive Committee; President, Novartis Operations, Country President for Switzerland | Member of the Executive Committee; President, Novartis Operations, Country President for Switzerland | Swiss |
| Joerg Reinhardt, Ph.D. | Chairman of the Board of Directors | Chairman of the Board of Directors | German |
| Enrico Vanni, Ph.D. | Vice Chairman of the Board of Directors | Independent Consultant | Swiss |
| Nancy C. Andrews, M.D., Ph.D. | Director | Dean of the Duke University School of Medicine and Vice Chancellor for Academic Affairs at Duke University | American |
| Dimitri Azar, M.D., MBA | Director | Dean of the College of Medicine and Professor of Ophthalmology, Bioengineering and Pharmacology at the University of Illinois | American |
| Ton Buechner | Director | CEO and Chairman of the executive board of AkzoNobel | Dutch |
| Srikant Datar, Ph.D. | Director | Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University | American |

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| Name | Relationship to Novartis AG | Present Principal Occupation | Citizenship |
|---------------------------|--------------------------------|---|-------------|
| Elizabeth (Liz) Doherty | Director | Non-executive director and chairman of the audit committee of Dunelm Group plc; Member of the supervisory board and audit committee of Corbion NV | British |
| Ann Fudge | Director | Vice Chairman and Senior Independent Director of Unilever NV; Director of Northrop Grumman Corporation | American |
| Pierre Landolt, Ph.D. | Director | Chairman of the Sandoz Family Foundation | Swiss |
| Andreas von Planta, Ph.D. | Director | Board member of Helvetia Holding AG; Partner at Lenz & Staehelin | Swiss |
| Charles L. Sawyers, M.D. | Director | Chair of the Human Oncology and Pathogenesis Program at Memorial Sloan-Kettering Cancer Center; Professor of Medicine and of Cell and Developmental Biology at the Weill Cornell Graduate School of Medical Sciences; Investigator at the Howard Hughes Medical Institute | American |
| William T. Winters | Director | CEO and a board member of Standard Chartered | British |

DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS PHARMA AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis Pharma AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis Pharma AG and (ii) the business address of each director and executive officer of Novartis Pharma AG is Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland.

| Name | Relationship to Novartis Pharma AG | Present Principal Occupation | Citizenship |
|------------------------|-------------------------------------|---|-------------|
| Joerg Reinhardt, Ph.D. | President of the Board of Directors | Chairman of the Board of Directors of Novartis AG | German |
| Felix R. Ehrat, Ph.D. | Director | Member of the Novartis AG Executive Committee; General Counsel of Novartis AG | Swiss |
| Harry Kirsch | Director | Member of the Novartis AG Executive Committee; Chief Financial Officer of Novartis AG | German |

EXHIBIT INDEX

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